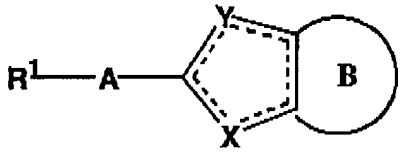
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

Claim 1. (currently amended) A compound of the formula (I):



(I)

wherein A is –NR(C=O) [[,]] or -(C=O)NR~~, (C$_2$-C$_6$)alkynyl , or a bond~~;

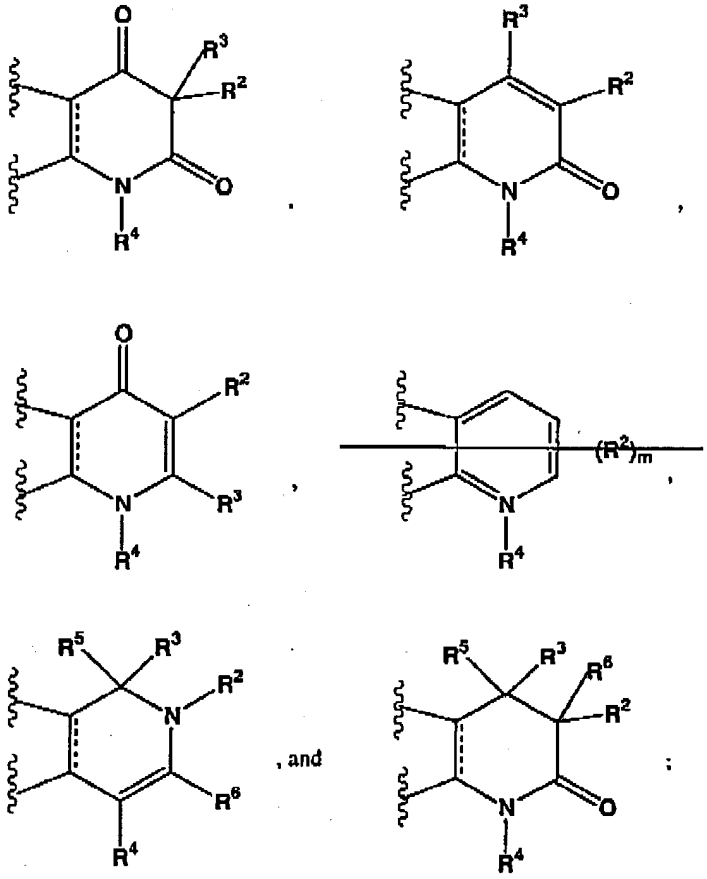
X is selected from –N=, ~~-NR^9-, -O-,~~ -S-, or -CR^{10}- ~~, =C(R^{11})$_2$,~~ ;

Y is selected from –N=, ~~-NR^9-, -O-,~~ -S-, or -CR^{10}- , ~~=C(R^{11})$_2$~~;

with the proviso that when Y is ~~O or~~ S, X is not ~~O or~~ S;

dashed lines represent optional double bonds;

ring B is selected from the group consisting of:



wherein each R, R^1, R^2, R^3, R^5, R^6, R^9, and R^{10}, ~~and R^{11}~~ are the same or different, where ever they appear, and each is independently selected from the group consisting of $(C_1$-$C_6)$alkyl-, $(C_2$-$C_6)$alkenyl-, $(C_2$-$C_6)$alkynyl-, $(C_3$-$C_{10})$cycloalkyl-, $(C_6$-$C_{10})$aryl-, $(C_1$-$C_{10})$heterocyclyl-, $(C_1$-$C_{10})$heteroaryl-, $(C_3$-$C_{10})$cycloalkyl-$(C_1$-$C_6)$alkyl-, $(C_6$-$C_{10})$aryl-$(C_1$-$C_6)$alkyl-, $(C_1$-$C_{10})$heterocyclyl-$(C_1$-$C_6)$alkyl-, $(C_1$-$C_{10})$heteroaryl-$(C_1$-$C_6)$alkyl-, $(C_3$-$C_{10})$cycloalkyl-$(C_2$-$C_6)$alkenyl-, $(C_6$-$C_{10})$aryl-$(C_2$-$C_6)$alkenyl-, $(C_1$-$C_{10})$heterocyclyl-$(C_2$-$C_6)$alkenyl-, $(C_6$-$C_{10})$aryl-$(C_2$-$C_6)$alkenyl-, $(C_1$-$C_{10})$heteroaryl-$(C_2$-$C_6)$alkenyl-, $(C_3$-$C_{10})$cycloalkyl-$(C_2$-$C_6)$alkynyl-, $(C_6$-$C_{10})$aryl-$(C_2$-$C_6)$alkynyl-, $(C_1$-$C_{10})$heterocyclyl-$(C_2$-$C_6)$alkynyl-, $(C_1$-$C_{10})$heteroaryl-$(C_2$-$C_6)$alkynyl-; wherein each of the aforesaid group members, $(C_1$-$C_6)$alkyl-, $(C_2$-$C_6)$alkenyl-, $(C_2$-$C_6)$alkynyl-, $(C_3$-$C_{10})$cycloalkyl-, $(C_6$-$C_{10})$aryl-, $(C_1$-$C_{10})$heterocyclyl-, $(C_1$-$C_{10})$heteroaryl-, $(C_3$-$C_{10})$cycloalkyl-$(C_1$-$C_6)$alkyl-, $(C_6$-$C_{10})$aryl-$(C_1$-$C_6)$alkyl-, $(C_1$-$C_{10})$heterocyclyl-$(C_1$-$C_6)$alkyl-, $(C_1$-$C_{10})$heteroaryl-$(C_1$-$C_6)$alkyl-, $(C_3$-$C_{10})$cycloalkyl-$(C_2$-$C_6)$alkenyl-, $(C_6$-$C_{10})$aryl-$(C_2$-$C_6)$alkenyl-, $(C_1$-$C_{10})$heterocyclyl-$(C_2$-$C_6)$alkenyl-, $(C_6$-$C_{10})$aryl-$(C_2$-$C_6)$alkenyl-, $(C_1$-

C_{10})heteroaryl-(C_2-C_6)alkenyl-, (C_3-C_{10})cycloalkyl-(C_2-C_6)alkynyl-, (C_6-C_{10})aryl-(C_2-C_6)alkynyl-, (C_1-C_{10})heterocyclyl-(C_2-C_6)alkynyl-, and (C_1-C_{10})heteroaryl-(C_2-C_6)alkynyl-, may be optionally independently substituted with one to three ~~suitable~~ substituents selected from the group consisting of hydrogen, halogen, hydroxy, -CN, (C_1-C_4)alkyl-, (C_1-C_4)alkoxy-, CF_3-, CF_3O-, (C_6-C_{10})aryl-, (C_1.C_{10})heteroaryl-, (C_6-C_{10})aryl–(C_1-C_4)alkyl-, (C_1-C_{10})heteroaryl-(C_1-C_4)alkyl-, HO(C=O)-, (C_1-C_4)alkyl-(O)(C=O)-, (C_1-C_4)alkyl-(O)(C=O)(C_1-C_4)alkyl-, (C_1-C_4)alkyl-(C=O)-, (C_1-C_4)alkyl-(C=O)(C_1-C_4)alkyl-, ~~-(S=O)R, -(SO$_2$)R,~~ and NR^7R^8 wherein R^7 and R^8 are independently selected from hydrogen, (C_1-C_6)alkyl;

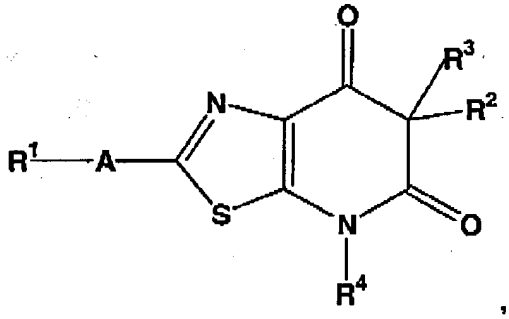
R, R^3, R^5, R^6, R^9, and R^{10}~~, and R^{11}~~ may further be hydrogen;

R^4 is selected from the group consisting of hydrogen and (C_1-C_6)alkyl-, and R^4 may be optionally substituted with one to three ~~suitable~~ substituents selected from the group consisting of halogen, hydroxy, -CN, CF_3-, and CF_3O-;

m is an integer from 0-3; or

a pharmaceutically acceptable salt thereof.

Claim 2. (currently amended) A compound according to claim 1 selected from the group consisting of:



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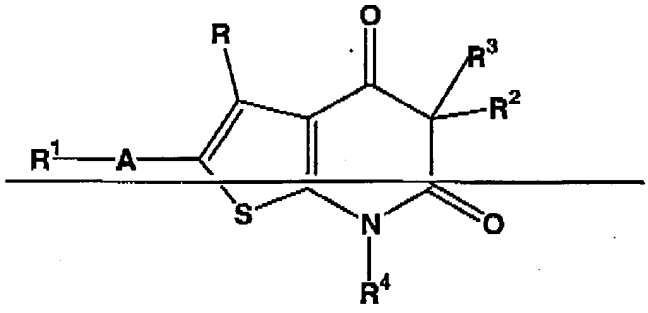

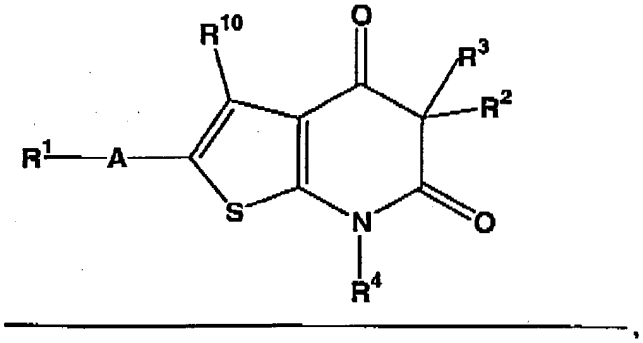

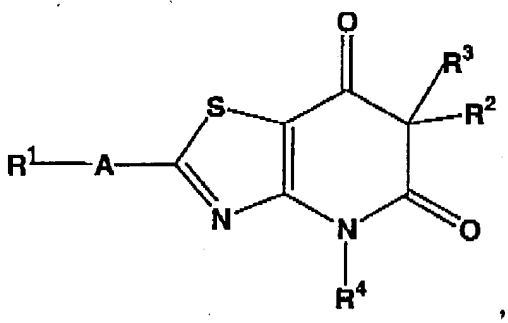

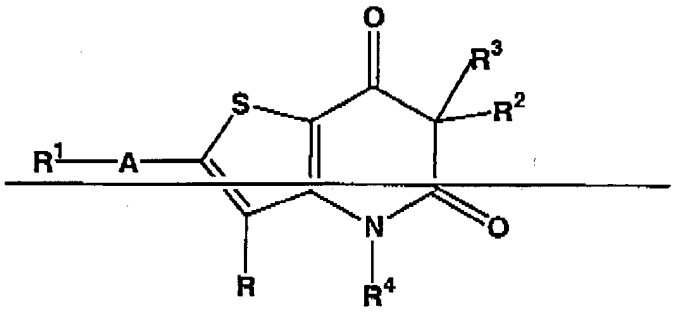

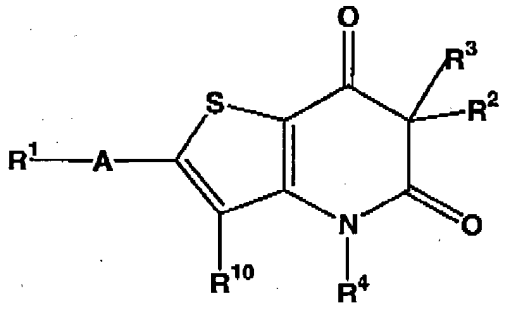

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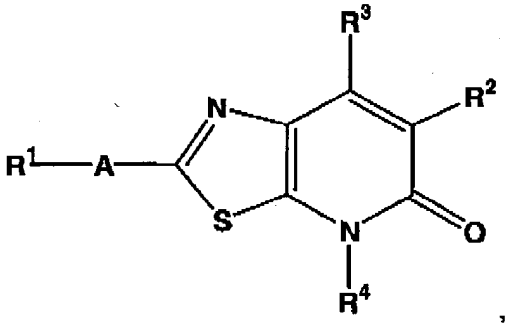

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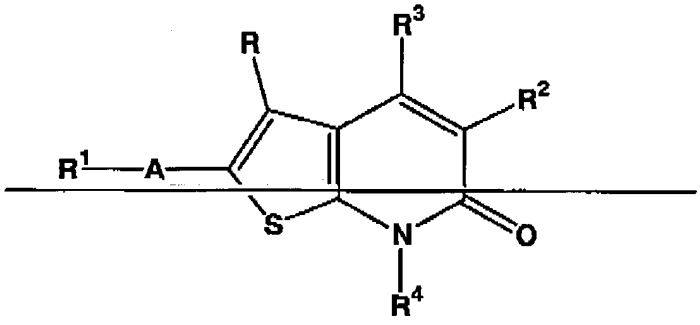
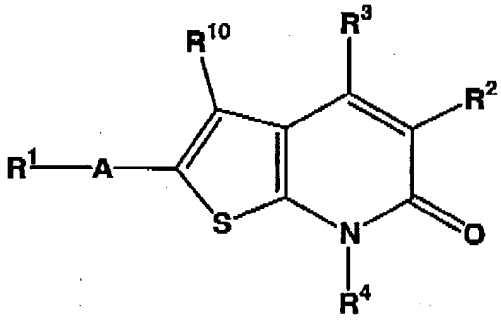
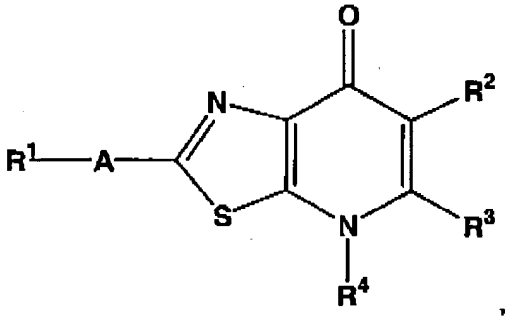
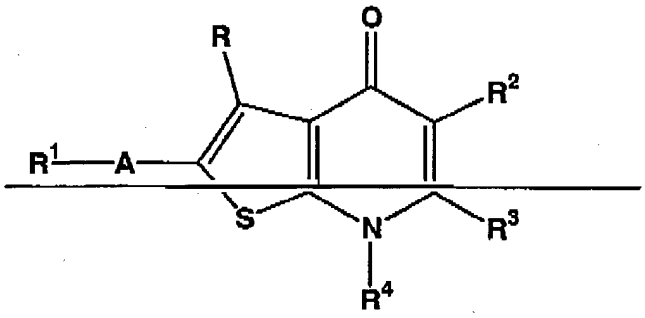
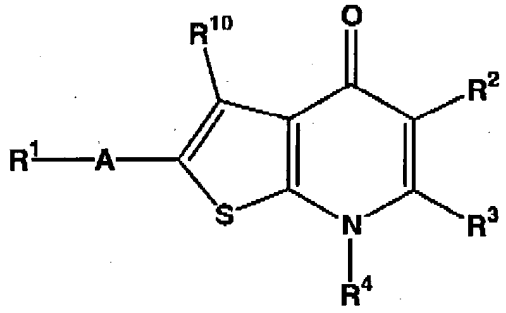


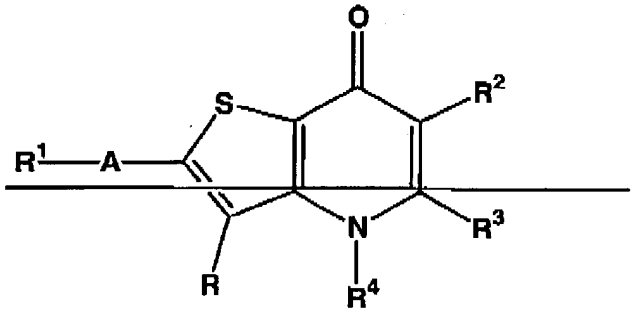


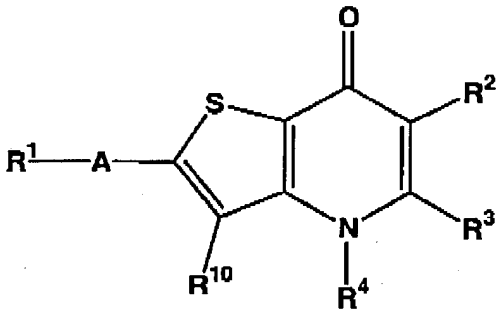


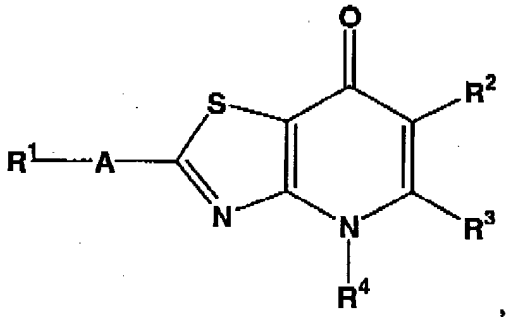

R
O
R2
R1
A
S
N
R3
R4

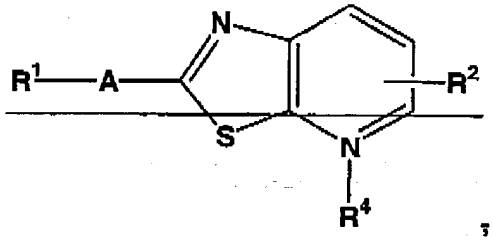

R10
O
R2
R1
A
S
N
R3
R4

,









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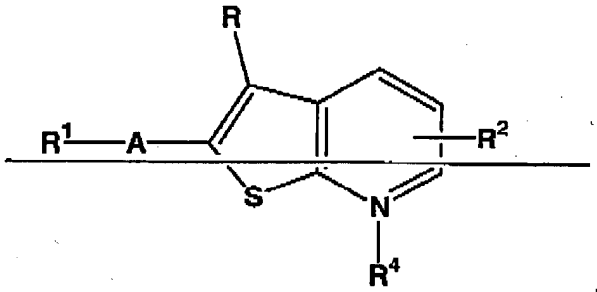

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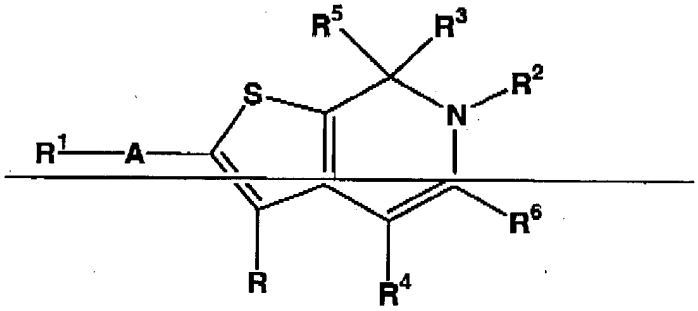
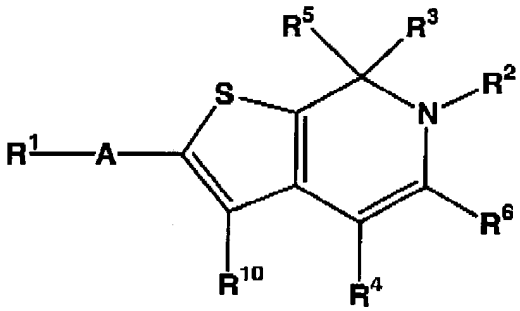
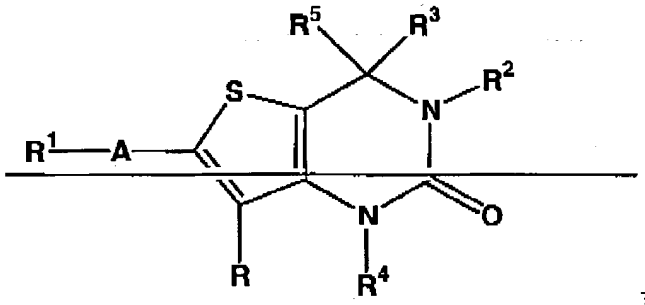
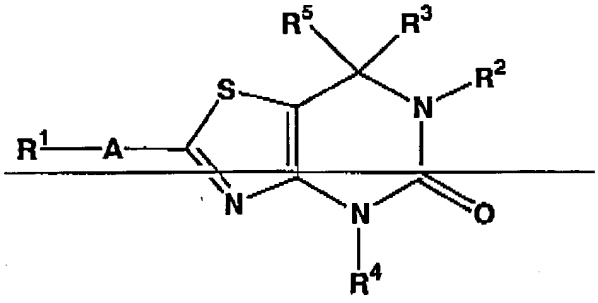




[[,]]



~~, and~~



, or

a pharmaceutically acceptable salt thereof.

Claim 3. (original) A compound of any Claim 1 or Claim 2, wherein R^1 and R^2 are each independently selected from (C_3-C_{10})cycloalkyl-(C_1-C_6)alkyl-, (C_6-C_{10})aryl-(C_1-C_6)alkyl-, (C_1-C_{10})heterocyclyl-(C_1-C_6)alkyl-, (C_1-C_{10})heteroaryl-(C_1-C_6)alkyl-, (C_3-C_{10})cycloalkyl-(C_2-C_6)alkenyl-, (C_6-C_{10})aryl-(C_2-C_6)alkenyl-, (C_1-C_{10})heterocyclyl-(C_2-C_6)alkenyl-, (C_1-C_{10})heteroaryl-(C_2-C_6)alkenyl-, (C_3-C_{10})cycloalkyl-(C_2-C_6)alkynyl-, (C_6-C_{10})aryl-(C_2-C_6)alkynyl-, (C_1-C_{10})heterocyclyl-(C_2-C_6)alkynyl-, and (C_1-C_{10})heteroaryl-(C_2-C_6)alkynyl-.

Claim 4. (original) The compound of Claim 3, wherein each of R^3, R^4, R^5, and R^6 is independently selected from the group consisting of hydrogen and (C_1-C_6)alkyl-.

Claim 5. (original) The compound according to Claim 1 selected from the group consisting of:

6-(3,4-Difluoro-benzyl)-4-methyl-5,7-dioxo-4,5,6,7-tetrahydro-thiazolo[5,4-b]pyridine-2-carboxylic acid (2-methoxy-pyridin-4-ylmethyl)-amide;

6-(3,4-Difluoro-benzyl)-4-methyl-5,7-dioxo-4,5,6,7-tetrahydro-thiazolo[5,4-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;

6-(3,4-Difluoro-benzyl)-4-methyl-5,7-dioxo-4,5,6,7-tetrahydro-thiazolo[5,4-b]pyridine-2-carboxylic acid benzylamide;

5-(3,4-Difluoro-benzyl)-7-methyl-4,6-dioxo-4,5,6,7-tetrahydro-thieno[2,3-b]pyridine-2-carboxylic acid benzylamide;

5-(3,4-Difluoro-benzyl)-7-methyl-4,6-dioxo-4,5,6,7-tetrahydro-thieno[2,3-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;

5-(3,4-Difluoro-benzyl)-7-methyl-4,6-dioxo-4,5,6,7-tetrahydro-thieno[2,3-b]pyridine-2-carboxylic acid (2-methoxy-pyridin-4-ylmethyl)-amide;

6-(3,4-Difluoro-benzyl)-4-methyl-5-oxo-4,5-dihydro-thiazolo[5,4-b]pyridine-2-carboxylic acid benzylamide;

6-(3,4-Difluoro-benzyl)-4-methyl-5-oxo-4,5-dihydro-thiazolo[5,4-b]pyridine-2-carboxylic acid (pyridin-3-ylmethyl)-amide;

6-(3,4-Difluoro-benzyl)-4-methyl-5-oxo-4,5-dihydro-thiazolo[5,4-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;

6-(3,4-Difluoro-benzyl)-4-methyl-5-oxo-4,5-dihydro-thiazolo[5,4-b]pyridine-2-carboxylic acid benzylamide;

5-(3,4-Difluoro-benzyl)-7-methyl-6-oxo-6,7-dihydro-thieno[2,3-b]pyridine-2-carboxylic acid (2-methoxy-pyridin-4-ylmethyl)-amide;

5-(3,4-Difluoro-benzyl)-7-methyl-6-oxo-6,7-dihydro-thieno[2,3-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;

5-(3,4-Difluoro-benzyl)-7-methyl-6-oxo-6,7-dihydro-thieno[2,3-b]pyridine-2-carboxylic acid benzylamide;

6-(4-Fluoro-benzyl)-4-methyl-7-oxo-4,7-dihydro-thiazolo[5,4-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;

6-(4-Fluoro-benzyl)-4-methyl-7-oxo-4,7-dihydro-thiazolo[5,4-b]pyridine-2-carboxylic acid benzylamide; or
a pharmaceutically acceptable salt thereof.

Claim 6. (currently amended) The compound according to Claim 1 selected from the group consisting of:
4-(2-Benzylcarbamoyl-4-methyl-7-oxo-4,7-dihydro-thiazolo[5,4-b]pyridin-6-ylmethyl)-benzoic acid;
5-(4-Fluoro-benzyl)-7-methyl-4-oxo-4,7-dihydro-thieno[2,3-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;
5-(3,4-Difluoro-benzyl)-7-methyl-4-oxo-4,7-dihydro-thieno[2,3-b]pyridine-2-carboxylic acid benzylamide;
4-(2-Benzylcarbamoyl-7-methyl-4-oxo-4,7-dihydro-thieno[2,3-b]pyridin-5-ylmethyl)-benzoic acid.
4-{2-[(2-Methoxy-pyridin-4-ylmethyl)-carbamoyl]-thiazolo[5,4-b]pyridin-6-ylmethyl}-benzoic acid;
4-(2-Benzylcarbamoyl-thiazolo[5,4-b]pyridin-6-ylmethyl)-benzoic acid;
6-(3,4-Difluoro-benzyl)-thiazolo[5,4-b]pyridine-2-carboxylic acid benzylamide;
4-(2-Benzylcarbamoyl-thieno[2,3-b]pyridin-5-ylmethyl)-benzoic acid;
4-{2-[(Pyridin-4-ylmethyl)-carbamoyl]-thieno[2,3-b]pyridin-5-ylmethyl}-benzoic acid;
5-(3,4-Difluoro-benzyl)-thieno[2,3-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;
6-(3,4-Difluoro-benzyl)-5,7-dioxo-4,5,6,7-tetrahydro-thiazolo[4,5-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;
6-(4-Fluoro-benzyl)-4-methyl-5,7-dioxo-4,5,6,7-tetrahydro-thieno[3,2-b]pyridine-2-carboxylic acid benzylamide;
~~4-(1-Methyl-2-oxo-6-[(pyridin-4-ylmethyl)-carbamoyl]-1,4-dihydro-2H-thieno[3,2-d]pyrimidin-3-ylmethyl]-benzoic acid;~~
~~6-(4-Fluoro-benzyl)-4-methyl-5-oxo-4,5,6,7-tetrahydro-thiazolo[4,5-d]pyrimidine-2-carboxylic acid benzylamide;~~
6-(3,4-Difluoro-benzyl)-4-methyl-7-oxo-4,7-dihydro-thieno[3,2-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;

6-Benzyl-4-methyl-7-oxo-4,7-dihydro-thiazolo[4,5-b]pyridine-2-carboxylic acid (pyridin-4-ylmethyl)-amide;
6-(3,4-Difluoro-benzyl)-4-methyl-6,7-dihydro-thieno[2,3-c]pyridine-2-carboxylic acid benzylamide; and
6-(3,4-Difluoro-benzyl)-4-methyl-6,7-dihydro-thieno[2,3-c]pyridine-2-carboxylic acid (pyridin-3-ylmethyl)-amide; or
a pharmaceutically acceptable salt thereof.

Claims 7-12. (cancelled)